

LOCKE LORD LLP
111 South Wacker Drive
Chicago, Illinois 60606
Telephone: (312) 443-0700
Facsimile: (312) 443-0336
Thomas J. Cunningham
J. Matthew Goodin

Litigation Counsel for Debtors

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
)	
RESIDENTIAL CAPITAL, LLC, <i>et al.</i> , ¹)	Case No. 12-12020 (MG)
)	
Debtors.)	(Jointly Administered)
)	

**FIFTH INTERIM AND FINAL FEE APPLICATION OF LOCKE LORD LLP FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE FIFTH
INTERIM COMPENSATION PERIOD FROM SEPTEMBER 1, 2013 THROUGH
DECEMBER 17, 2013 AND THE FINAL COMPENSATION PERIOD FROM MAY 14,
2012 THROUGH DECEMBER 17, 2013 AS LITIGATION COUNSEL FOR DEBTORS**

Name of Applicant:	<u>Locke Lord LLP (“Locke Lord”)</u>
Authorized to Provide Professional Services to:	<u>Residential Capital, LLC and its related debtors (collectively, the “Debtors”)</u>
Date of Retention as:	<u>nunc pro tunc to May 14, 2012²</u>
Interim Period for Which Compensation and Reimbursement is Sought:	<u>September 1, 2013 through December 17, 2013 (the “Interim Compensation Period”)</u>
Amount of Interim Compensation Sought as Actual, Reasonable and Necessary:	<u>\$140,400.80</u>
Amount of Interim Expense Reimbursement Sought as Actual, Reasonable and Necessary:	<u>\$8,924.87</u>

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are identified on Exhibit 1 to the *Affidavit of James Whitlinger, Chief Financial Officer of Residential Capital, LLC, in Support of Chapter 11 Petitions and First Day Pleadings* [Docket No. 6]. As used herein, the term “Debtors” includes any such entities.

² Locke Lord was originally retained as an Ordinary Course Professional *nunc pro tunc* to May 14, 2012. On January 17, 2013, the Court entered an order authorizing the retention of Locke Lord as a Retained Professional *nunc pro tunc* to September 1, 2012 [Docket No. 2652].

Final Period for Which Compensation and Reimbursement is Sought:

May 14, 2012 through December 17, 2013 (the “Final Compensation Period”)

Amount of Final Compensation Sought as Actual, Reasonable and Necessary:

\$1,222,388.78

Amount of Final Expense Reimbursement

Sought as Actual, Reasonable and Necessary: \$22,716.90

This is the fifth interim and final fee application filed by Locke Lord in these cases. A summary of the Monthly Fee Reports and the First, Second, Third and Fourth Interim Fee Applications submitted by Locke Lord during these cases is as follows:

Date Submitted	Period Covered	Fees Requested	Expenses Requested	Fees Authorized to be Paid	Expenses Allowed	Fee Holdback
9/20/2012	5/14/2012 - 5/31/2012	\$41,909.99	\$856.05	\$33,527.99	\$856.05	\$8,382.00
10/2/2012	6/1/2012 - 6/30/2012	\$73,345.99	\$531.07	\$58,676.79	\$531.07	\$14,669.20
10/2/2012	7/1/2012 – 7/31/2012	\$111,661.76	\$301.35	\$89,329.41	\$301.35	\$22,332.35
10/17/2012	8/1/2012 – 8/31/2012	\$34,260.04	\$940.52	\$27,408.03	\$940.52	\$6,852.01
1st Interim [1886] 10/19/2012 ³	5/14/2012 - 8/31/2012	\$261,177.78	\$2,628.99	\$233,211.40 ⁴	\$2,628.99	\$25,912.38
11/12/2012	9/1/2012 – 9/30/2012	\$54,650.30	\$374.79	\$43,720.24	\$374.79	\$10,930.06
1/26/2013	10/1/2012 – 10/31/2012	\$153,254.60	\$1,612.10	\$122,603.68	\$1,612.10	\$30,650.92
1/28/2013	11/1/2012 – 11/30/2012	\$79,168.40	\$808.38	\$63,334.72	\$808.38	\$15,833.68

³ On December 28, 2012, the Court entered its Order Granting Application for Allowance of Interim Compensation and Reimbursement of Expenses [Docket No. 2530].

⁴ Locke Lord agreed to a \$2,054 reduction to the amount of compensation sought in first interim fee request.

2/8/2013	12/1/2012 – 12/31/2012	\$56,914.30	\$1,753.50	\$45,531.44	\$1,753.50	\$11,382.86
2nd Interim [3190] 3/14/2013 ⁵	9/1/2012 – 12/31/2012	\$343,987.60	\$4,548.77	\$307,947.42 ⁶	\$4,548.77	\$34,216.38
2/25/2013	1/1/2013 – 1/31/2013	\$84,623.20	\$223.01	\$67,698.56	\$223.01	\$16,924.64
3/25/2013	2/1/2013 – 2/28/2013	\$64,990.10	\$751.30	\$51,992.08	\$751.30	\$12,998.02
4/29/2013	3/1/2013 – 3/31/2013	\$62,225.90	\$718.19	\$49,780.72	\$718.19	\$12,445.18
5/21/2013	4/1/2013 – 4/30/2013	\$47,886.20	\$1,096.17	\$38,308.96	\$1,096.17	\$9,577.24
3rd Interim [4507] 8/05/2013 ⁷	1/1/2013 – 4/30/2013	\$259,725.40	\$2,788.67	\$233,752.86	\$2,788.67	\$25,972.54
8/3/2013	5/1/2013 – 5/31/2013	\$63,956.40	\$1,508.35	\$51,165.12	\$1,508.35	\$12,791.28
9/7/2013	6/1/2013 – 6/30/2013	\$44,374.40	\$234.70	\$35,499.52	\$234.70	\$8,874.88
10/24/2013	7/1/2013 – 7/31/2013	\$49,705.40	\$651.33	\$39,764.32	\$651.33	\$9,941.08
10/31/2013	8/1/2013 – 8/31/2013	\$64,456.10	\$1,431.22	\$51,564.88	\$1,431.22	\$12,891.22
4th Interim [5796] 11/16/2013 ⁸	5/1/2013 – 8/31/2013	\$222,492.30	\$3,825.60	\$198,877.50 ⁹	\$3,825.60	\$22,097.50

⁵ On April 29, 2013, the Court entered its Order Granting Applications for Allowance of Second Interim Compensation and Reimbursement of Expenses [Docket No. 3556].

⁶ Locke Lord agreed to a \$1,823.80 reduction to the amount of compensation sought in the second interim fee request.

⁷ On September 25, 2013, the Court entered its Order Granting Applications for Allowance of Interim Compensation and Reimbursement of Expenses [Docket No. 5205]

⁸ On December 26, 2013, the Court Entered its Order Granting Applications for Allowance of Interim Compensation and Reimbursement of Expenses [Docket No. 6193].

⁹ Locke Lord agreed to a \$1,517.30 reduction to the amount of compensation sought in the fourth interim fee request.

2/10/2014	9/1/2013 – 9/30/2013	\$39,167.20	\$5,594.73			
2/13/2014	10/1/2013 – 10/31/2013	\$39,276.60	\$868.49			
2/14/2014	11/1/2013 – 11/30/2013	\$41,739.20	\$1,145.44			
2/19/2014	12/1/2013 – 12/16/2013	\$20,217.80	\$1,316.21			
5th Interim [] 3/3/2014	9/1/13 - 12/17/13	\$140,400.80	\$8,924.87			
Final [] 3/3/2014	5/14/2012 – 12/17/2013	\$1,222,388.78 ¹⁰	\$22,716.90	\$973,789.18	\$13,792.03	\$108,198.80

The Locke Lord professionals rendering services during the Fifth Interim Compensation Period were:

Name	Title	Billing Rate	Hours Billed	Total Billed
Anthony, Arthur	Partner	\$532.00	25.8	\$13,725.60
Cabrera, Marc	Associate	\$196.00	3.0	\$588.00
Cunningham, Thomas	Partner	\$585.00	65.1	\$38,083.50
Goodin, J. Matthew	Partner	\$458.00	37.1	\$16,991.80
Hansen, Matthew	Associate	\$233.00	7.0	\$1,631.00
Holz, Ryan	Associate	\$295.00	37.0	\$10,915.00
Howard, Casey	Partner	\$472.00	1.8	\$849.60
Kinney, Jennifer	Associate	\$312.00	1.5	\$468.00
Lee, Christopher	Associate	\$236.00	0.1	\$23.60
McClendon, Regina	Sr. Counsel	\$528.00	20.9	\$11,035.20
Natali, Christopher	Paralegal	\$204.00	41.6	\$8,486.40
Nazareth, Matthew	Associate	\$220.00	1.1	\$242.00
Nogar, Courtney	Associate	\$280.00	3.9	\$1,092.00
O'Conner, Nicholas	Associate	\$280.00	5.7	\$1,596.00
Perdew, P. Russell	Partner	\$484.00	16.9	\$8,179.60
Raynor, Brian	Associate	\$264.00	16.9	\$4,461.60

¹⁰ This total reflects a reduction of \$5,395.10 in fees requested in connection with its prior interim fee applications.

Name	Title	Billing Rate	Hours Billed	Total Billed
Richards, P. Nelsene	Paralegal	\$216.00	0.1	\$21.60
Sanders, Jason	Partner	\$374.00	0.8	\$299.20
Sheets, Shelly	Paralegal	\$200.00	0.2	\$40.00
Shetty, Chethan	Associate	\$255.00	26.2	\$6,681.00
Standa, David	Associate	\$264.00	2.9	\$765.60
Till, Tiffany	Paralegal	\$238.00	2.2	\$523.60
Watt, Alexa	Associate	\$268.00	2.8	\$750.40
Webb, Julie	Associate	\$295.00	43.9	\$12,950.50
TOTAL			364.5	\$140,400.80

SUMMARY OF PER-CASE FIFTH INTERIM COMPENSATION REQUESTED¹¹

LL File No.	Name of File	Month of Service	Invoice No.	Hours	Total Fees	Total Costs	Total Requested
1000304-00000	ResCap Bankruptcy	Sep-13	1033155	6.1	\$1,861.20	\$2,089.72	\$3,950.92
1000304-00174	Nora	Sep-13	1033157	10.9	\$5,270.00	\$355.84	\$5,625.84
1000304-00178	Smith	Sep-13	1033158	2.4	\$1,099.20	\$0.00	\$1,099.20
1000304-00179	Gardner	Sep-13	1033159	5.6	\$1,915.20	\$0.00	\$1,915.20
1000304-00195	NCUA CA	Sep-13	1033160	1.6	\$859.80	\$0.00	\$859.80
1000304-00196	NCUA KS	Sep-13	1033161	2.2	\$1,172.70	\$0.00	\$1,172.70
1000304-00217	Schwab	Sep-13	1033162	2.8	\$1,612.60	\$0.00	\$1,612.60
1000304-00219	FHLB Boston	Sep-13	1033163	0.5	\$292.50	\$0.00	\$292.50
1000304-00220	FHLB Chicago	Sep-13	1033164	3.4	\$1,798.50	\$0.00	\$1,798.50
1000304-00230	Mass Recording	Sep-13	1033165	0.4	\$234.00	\$0.00	\$234.00
1000304-00246	Hairston	Sep-13	1033177	10.2	\$5,343.60	\$2,841.17	\$8,184.77
1000304-00257	1747 N Linder	Sep-13	1033178	2.0	\$706.00	\$0.00	\$706.00
1000304-00267	Koenig & Strey	Sep-13	1033179	12.2	\$3,969.50	\$0.00	\$3,969.50
1000304-00283	Lugo	Sep-13	1033180	1.9	\$617.60	\$0.00	\$617.60
1000304-00293	Combs	Sep-13	1033187	0.4	\$183.20	\$0.00	\$183.20
1000304-00295	REO NY Holdings	Sep-13	1033188	1.1	\$508.00	\$0.00	\$508.00
1000304-00300	6346 S Ellis	Sep-13	1033189	3.8	\$1,329.00	\$0.00	\$1,329.00
1000304-00303	6046 N Monitor	Sep-13	1033190	1.3	\$339.50	\$0.00	\$339.50
1000304-00306	Nobles	Sep-13	1033191	0.2	\$117.00	\$0.00	\$117.00
1000304-00308	Magelssen	Sep-13	1033192	0.8	\$247.40	\$0.00	\$247.40
1000304-00311	4139 W Leland	Sep-13	1033194	2.4	\$739.00	\$0.00	\$739.00
1000304-00312	6541 S Parnell	Sep-13	1033195	1.0	\$270.20	\$70.00	\$340.20
1000304-00315	Estate of Nena Scott	Sep-13	1033196	4.3	\$1,819.50	\$6.50	\$1,826.00
1000304-00316	4218 W Adams	Sep-13	1033197	3.2	\$1,315.30	\$231.50	\$1,546.80
1000304-00317	Paul Anthony Perez	Sep-13	1033301	4.5	\$2,425.80	\$0.00	\$2,425.80

¹¹ Invoices setting forth the detailed time spent on each matter are attached to this Fee Petition as Exhibit B. Each invoice sets forth detailed information about the work performed and results obtained, including detailed time entries by timekeeper, hours billed and rates by timekeeper and by task code.

LL File No.	Name of File	Month of Service	Invoice No.	Hours	Total Fees	Total Costs	Total Requested
1000304-00318	Balusek	Sep-13	1033302	3.4	\$1,851.20	\$0.00	\$1,851.20
1000304-00319	Prachack	Sep-13	1033303	1.8	\$519.20	\$0.00	\$519.20
1000304-00320	Howard	Sep-13	1033304	1.5	\$750.50	\$0.00	\$750.50
1000304-00000	ResCap Bankruptcy	Oct-13	1037163	2.9	\$926.10	\$0.00	\$926.10
1000304-00174	Nora	Oct-13	1037162	26.5	\$10,280.90	\$493.17	\$10,774.07
1000304-00178	Smith	Oct-13	1037167	0.6	\$300.20	\$0.00	\$300.20
1000304-00179	Gardner	Oct-13	1037168	0.6	\$300.20	\$0.00	\$300.20
1000304-00195	NCUA CA	Oct-13	1037169	1.3	\$658.90	\$0.00	\$658.90
1000304-00196	NCUA KS	Oct-13	1037170	2.1	\$1,114.20	\$0.00	\$1,114.20
1000304-00217	Schwab	Oct-13	1037171	1.1	\$643.50	\$0.00	\$643.50
1000304-00219	FHLB Boston	Oct-13	1037172	3.3	\$1,841.60	\$0.00	\$1,841.60
1000304-00220	FHLB Chicago	Oct-13	1037173	5.8	\$3,151.70	\$0.00	\$3,151.70
1000304-00222	Plymouth Co	Oct-13	1037174	0.4	\$193.60	\$0.00	\$193.60
1000304-00236	Jackson Co	Oct-13	1037175	1.1	\$603.10	\$0.00	\$603.10
1000304-00246	Hairston	Oct-13	1037176	0.2	\$105.60	\$0.00	\$105.60
1000304-00257	1747 N Linder	Oct-13	1037177	1.8	\$705.00	\$0.00	\$705.00
1000304-00267	Koenig & Strey	Oct-13	1037178	4.4	\$1,431.60	\$0.00	\$1,431.60
1000304-00283	Lugo	Oct-13	1037179	0.1	\$19.60	\$0.00	\$19.60
1000304-00288	Mays	Oct-13	1037180	2.7	\$878.80	\$0.00	\$878.80
1000304-00293	Combs	Oct-13	1037181	0.3	\$141.60	\$0.00	\$141.60
1000304-00294	Gerona	Oct-13	1037182	0.2	\$105.60	\$0.00	\$105.60
1000304-00295	REO NY Holdings	Oct-13	1037183	0.6	\$277.60	\$0.00	\$277.60
1000304-00297	Rozier	Oct-13	1037184	0.8	\$433.10	\$0.00	\$433.10
1000304-00300	6346 S Ellis	Oct-13	1037185	2.6	\$761.50	\$0.00	\$761.50
1000304-00303	6046 N Monitor	Oct-13	1037186	2.7	\$886.50	\$186.00	\$1,072.50
1000304-00308	Magelssen	Oct-13	1037187	0.9	\$269.40	\$0.00	\$269.40
1000304-00312	6541 S Parnell	Oct-13	1037188	0.3	\$79.20	\$0.00	\$79.20
1000304-00315	Estate of Nena Scott	Oct-13	1047189	4.2	\$1,471.00	\$0.00	\$1,471.00
1000304-00316	4218 W Adams	Oct-13	1037190	0.4	\$176.00	\$0.00	\$176.00
1000304-00317	Paul Anthony Perez	Oct-13	1037191	0.9	\$494.70	\$0.00	\$494.70
1000304-00318	Balusek	Oct-13	1037193	5.9	\$3,191.80	\$0.00	\$3,191.80
1000304-00320	Howard	Oct-13	1037194	0.3	\$71.40	\$0.00	\$71.40
1000304-00321	Leo Scott	Oct-13	1037195	12.6	\$5,829.30	\$0.00	\$5,829.30
1000304-00322	1212 W 12th	Oct-13	1037165	5.1	\$1,933.30	\$189.32	\$2,122.62
1000304-00000	ResCap Bankruptcy	Nov-13	1044783	11.8	\$3,810.20	\$438.92	\$4,249.12
1000304-00174	Nora	Nov-13	1044786	10.5	\$4,080.10	\$706.52	\$4,786.62
1000304-00178	Smith	Nov-13	1044788	5.1	\$2,437.40	\$0.00	\$2,437.40
1000304-00179	Gardner	Nov-13	1044790	8.0	\$3,242.90	\$0.00	\$3,242.90
1000304-00195	NCUA CA	Nov-13	1044792	2.2	\$1,223.50	\$0.00	\$1,223.50
1000304-00196	NCUA KS	Nov-13	1044793	1.4	\$742.80	\$0.00	\$742.80
1000304-00217	Schwab	Nov-13	1044794	1.8	\$1,053.00	\$0.00	\$1,053.00
1000304-00219	FHLB Boston	Nov-13	1044795	2.3	\$1,294.70	\$0.00	\$1,294.70
1000304-00220	FHLB Chicago	Nov-13	1044796	1.0	\$559.60	\$0.00	\$559.60
1000304-00230	Mass Recording	Nov-13	1044798	0.7	\$348.90	\$0.00	\$348.90
1000304-00246	Hairston	Nov-13	1044799	8.0	\$4,224.00	\$0.00	\$4,224.00
1000304-00257	1747 N Linder	Nov-13	1044804	0.1	\$58.50	\$0.00	\$58.50
1000304-00267	Koenig & Strey	Nov-13	1044814	55.7	\$13,269.60	\$0.00	\$13,269.60

LL File No.	Name of File	Month of Service	Invoice No.	Hours	Total Fees	Total Costs	Total Requested
1000304-00283	Lugo	Nov-13	1045070	0.4	\$117.30	\$0.00	\$117.30
1000304-00293	Combs	Nov-13	1045071	1.0	\$463.60	\$0.00	\$463.60
1000304-00295	REO NY Holdings	Nov-13	1045072	1.1	\$512.20	\$0.00	\$512.20
1000304-00303	6046 N Monitor	Nov-13	1045074	4.2	\$1,142.10	\$0.00	\$1,142.10
1000304-00305	Gonzalez	Nov-13	1045075	0.4	\$117.30	\$0.00	\$117.30
1000304-00306	Nobles	Nov-13	1045076	0.3	\$175.50	\$0.00	\$175.50
1000304-00307	Dunson	Nov-13	1045077	0.4	\$117.30	\$0.00	\$117.30
1000304-00312	6541 S Parnell	Nov-13	1045078	1.4	\$392.00	\$0.00	\$392.00
1000304-00317	Paul Anthony Perez	Nov-13	1045079	0.1	\$58.50	\$0.00	\$58.50
1000304-00318	Balusek	Nov-13	1045080	1.2	\$480.00	\$0.00	\$480.00
1000304-00321	Leo Scott	Nov-13	1045082	0.3	\$159.60	\$0.00	\$159.60
1000304-00323	Roberson	Nov-13	1045083	4.1	\$1,658.60	\$0.00	\$1,658.60
1000304-00000	ResCap Bankruptcy	Dec 1-16, 2013	1048881	1.1	\$643.50	\$0.00	\$643.50
1000304-00174	Nora	Dec 1-16, 2013	1048882	0.6	\$264.00	\$0.00	\$264.00
1000304-00178	Smith	Dec 1-16, 2013	1048883	2.9	\$1,328.20	\$0.00	\$1,328.20
1000304-00179	Gardner	Dec 1-16, 2013	1048884	12.3	\$3,890.20	\$0.00	\$3,890.20
1000304-00195	NCUA CA	Dec 1-16, 2013	1048885	0.8	\$391.80	\$0.00	\$391.80
1000304-00196	NCUA KS	Dec 1-16, 2013	1048886	0.8	\$391.80	\$0.00	\$391.80
1000304-00217	Schwab	Dec 1-16, 2013	1048887	2.2	\$1,223.50	\$0.00	\$1,223.50
1000304-00219	FHLB Boston	Dec 1-16, 2013	1048888	0.6	\$351.00	\$0.00	\$351.00
1000304-00220	FHLB Chicago	Dec 1-16, 2013	1048889	0.3	\$137.40	\$0.00	\$137.40
1000304-00230	Mass Recording	Dec 1-16, 2013	1048890	0.1	\$58.50	\$0.00	\$58.50
1000304-00246	Hairston	Dec 1-16, 2013	1048891	1.8	\$950.40	\$0.00	\$950.40
1000304-00267	Koenig & Strey	Dec 1-16, 2013	1048892	12.6	\$3,860.70	\$1,284.23	\$5,144.93
1000304-00290	Singh	Dec 1-16, 2013	1048893	1.1	\$580.80	\$0.00	\$580.80
1000304-00303	6046 N Monitor	Dec 1-16, 2013	1048894	4.9	\$1,281.50	\$0.00	\$1,281.50
1000304-00306	Nobles	Dec 1-16, 2013	1048895	1.1	\$367.90	\$0.00	\$367.90
1000304-00312	6541 S Parnell	Dec 1-16, 2013	1048896	1.5	\$382.50	\$0.00	\$382.50
1000304-00318	Balusek	Dec 1-16, 2013	1048897	0.7	\$383.00	\$0.00	\$383.00
1000304-00321	Leo Scott	Dec 1-16, 2013	1048898	6.4	\$2,238.70	\$0.00	\$2,238.70
1000304-00323	Roberson	Dec 1-16, 2013	1048899	0.1	\$26.80	\$31.98	\$58.78
1000304-00324	Seidel	Dec 1-16, 2013	1048900	0.4	\$183.20	\$0.00	\$183.20
1000304-00325	7025 S Winchester	Dec 1-16, 2013	1048901	4.1	\$1,282.40	\$0.00	\$1,282.40
				364.5	\$140,400.80	\$8,924.87	\$149,325.67
Blended Hourly Rate					\$385.19		

“NO-CHARGE” ENTRIES FOR FIFTH INTERIM COMPENSATION PERIOD

LL File No	Matter Name	Month of Service	Inv No	Timekeeper	Time	Hourly Rate	Value
1000304-00000	ResCap BK	Sept 2013	1033155	Raynor	1.1	264.00	\$ 290.40
1000304-00000	ResCap BK	Nov 2013	1044783	Till	.2	238.00	\$ 47.60
1000304-00174	Nora	Nov 2013	1044786	Webb	.7	295.00	\$ 206.50
1000304-00000	ResCap BK	Dec 2013	1044881	Cunningham	24.4	585.00	\$14,274.00
1000304-00000	ResCap BK	Dec 2013	1044881	Goodin	1.8	458.00	\$ 824.40

LL File No	Matter Name	Month of Service	Inv No	Timekeeper	Time	Hourly Rate	Value
1000304-00000	ResCap BK	Dec 2013	1044881	Raynor	13.0	264.00	\$3,432.00
	TOTAL				41.2		\$19,074.90

SUMMARY OF FIFTH INTERIM FEES REQUESTED BY PROJECT CODE

Code	Code Description	Hours	Amount
B110	Case Administration	0.4	\$212.80
B160	Fee/Employment Applications	2.0	\$528.00
L110	Fact Investigation / Development	12.5	\$ 4,132.40
L120	Analysis / Strategy	82.7	\$38,041.00
L140	Document File Management	1.7	\$404.60
L160	Settlement – Non-Binding ADR	52.6	\$21,202.90
L190	Other Case Assessment	14.2	\$4,204.80
L210	Pleadings	95.1	\$46,823.20
L230	Court Mandated Conferences	30.8	\$10,559.20
L240	Dispositive Motions	16.6	\$5,056.50
L250	Other Written Motions	13.2	\$5,800.60
L260	Class Action Certification	0.5	\$ 229.00
L310	Written Discovery	0.2	\$91.60
L320	Document Production	5.8	\$1,183.20
L330	Depositions	62.7	\$15,919.10
L390	Other Discovery	0.3	\$137.40
L430	Written Motions	5.2	\$1,853.90
L440	Other Trial Preparation	0.2	\$47.60
L450	Trial and Hearing Attendance	5.5	\$1,455.00
L510	Appellate Motions	1.5	\$645.50
P280	Other	1.8	\$830.40
P500	Negotiation	0.2	\$117.00
	Total	405.7	\$159,475.70
	Less N/C Entries	(41.2)	(\$19,074.90)
	GRAND TOTAL	364.5	\$140,400.80

FIFTH INTERIM PERIOD EXPENSE SUMMARY

EXPENSE CATEGORY	SERVICE PROVIDER	TOTAL EXPENSES
Travel		\$7,287.46
Lit Support Vendor		\$31.98
Federal Express		\$566.27
Court Costs		\$628.32
Process Server		\$55.00
Legal Printer	\$355.84	\$355.84
Total		\$8,924.87

LOCKE LORD LLP
111 South Wacker Drive
Chicago, Illinois 60606
Telephone: (312) 443-0700
Facsimile: (312) 443-0336
Thomas J. Cunningham
J. Matthew Goodin

Litigation Counsel for Debtors

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	
)	Chapter 11
)	
RESIDENTIAL CAPITAL, LLC, <i>et al.</i> , ¹)	Case No. 12-12020 (MG)
)	
Debtors.)	(Jointly Administered)
)	

**FIFTH INTERIM AND FINAL FEE APPLICATION OF LOCKE LORD LLP FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE FIFTH
INTERIM COMPENSATION PERIOD FROM SEPTEMBER 1, 2013 THROUGH
DECEMBER 17, 2013 AND THE FINAL COMPENSATION PERIOD FROM MAY 14,
2012 THROUGH DECEMBER 17, 2013 AS LITIGATION COUNSEL FOR DEBTORS**

Locke Lord LLP (“Locke Lord”), as litigation counsel to the Debtors, hereby submits its fifth interim and final fee application (the “Application”), which seeks compensation for services performed and reimbursement for expenses incurred by Locke Lord on behalf of the Debtors for the interim period from September 1, 2013 through December 17, 2013 (the “Interim Compensation Period”) and the final compensation period from May 14, 2012 through December 17, 2013 (the “Final Compensation Period”). By this Application, and pursuant to sections 330 and 331 of the United States Bankruptcy Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedures (the “Bankruptcy Rules”), Rule 2016-1 of the

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are identified on Exhibit 1 to the *Affidavit of James Whitlinger, Chief Financial Officer of Residential Capital, LLC, in Support of Chapter 11 Petitions and First Day Pleadings* [Docket No. 6]. As used herein, the term “Debtors” includes any such entities.

Local Bankruptcy Rules for the Southern District of New York (the “Local Rules”), standing General Order M-447, the *Order Under Bankruptcy Code Section 105(a), 327, and 330 and Bankruptcy Rule 2014 Authorizing Employment and Payment of Professionals Utilized in Ordinary Course of Business Nunc Pro Tunc to the Petition Date* [Docket No. 799] (the “OCP Order”), and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 797] (the “Interim Compensation Procedures Order”), Locke Lord seeks: (i) approval in the amount of **\$140,400.80** for the reasonable and necessary legal services that Locke Lord rendered to the Debtors and **\$8,924.87** for the actual and necessary expenses incurred on behalf of the Debtors during the Interim Compensation Period; and (ii) final allowance and payment in the amount of **\$1,222,388.78** for the reasonable and necessary services that Locke Lord rendered to the Debtors and **\$22,716.90** for the actual and necessary expenses that Locke Lord incurred on behalf of the Debtors during the Final Compensation Period. In support hereof, Locke Lord respectfully states:

I.
JURISDICTION AND VENUE

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A) and (B). Venue of these cases and this Application is proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

2. This Application has been prepared by Locke Lord in accordance with the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on January 29, 2013 (the “Local Guidelines”), the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses filed under 11 U.S.C. § 330, adopted on January 30, 1996 (the

“UST Guidelines”), and the Interim Compensation Procedures Order. Pursuant to the Local Guidelines, a certification regarding compliance with the same is attached hereto as Exhibit A.

3. The statutory predicates for the relief requested herein are sections 330 and 331 of the Bankruptcy Code. The relief requested herein is also appropriate under the Interim Compensation Procedures Order entered by the Court in the above-captioned cases.

II. **BACKGROUND**

4. On May 14, 2012 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code with the United States Bankruptcy Court for the Southern District of New York (the “Court”) commencing the above-captioned chapter 11 cases.

5. The Debtors have continued in possession of their respective properties and have continued to operate and maintain their business as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

6. No trustee has been appointed in these cases. On May 16, 2012, the United States Trustee for the Southern District of New York appointed an official committee of unsecured creditors (the “Committee”).

7. The Court entered the OCP Order on July 27, 2012. The OCP Order authorized the retention by the Debtors of Locke Lord (among other professionals; each, an “OCP”), in the ordinary course of business *nunc pro tunc* to the Petition Date, subject to Locke Lord’s compliance with the OCP Procedures (as defined and outlined in the OCP Order). *See OCP Order*, ¶ 2. Locke Lord complied with the OCP Procedures, and its retention as an OCP was deemed approved on May 14, 2012.

8. The OCP Order further provided that “[i]n the event an OCP reaches the OCP Case Limit (defined as \$500,000 per OCP during the pendency of these Chapter 11 cases), the OCP will either file a retention application pursuant to section 327 of the Bankruptcy Code, or the Debtors shall seek to amend the OCP Case Limit.” *See* OCP Order, ¶ 3(c).

9. Locke Lord exceeded the OCP Case Limit in September 2012.² To comply with the OCP Order, on January 3, 2013, the Debtors filed an application pursuant to section 327(e) of the Bankruptcy Code to retain Locke Lord as litigation counsel, *nunc pro tunc* to September 1, 2012 [Docket No. 2552]. The Court approved the retention application by entry of an Order on January 17, 2013 [Docket No. 2652].

III. **LOCKE LORD SERVICES DURING INTERIM COMPENSATION PERIOD**

10. During the Interim Compensation Period, Locke Lord rendered services on behalf of the Debtors totaling **364.5** hours of professional time, for an average hourly rate of approximately \$385.19. The total sum due to Locke Lord for professional services rendered on behalf of the Debtors during the Interim Compensation Period is **\$140,400.80**.

11. As part of its ongoing effort to reduce amounts charged to the Debtors’ estates, Locke Lord voluntarily designated 41.2 hours of professional time as “no charge” entries. These entries, which are summarized in the cover sheets submitted in conjunction with this Application, amounted to \$19,074.90 in fees for which the Debtors’ estates will not be charged.

12. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the \$140,400.80 of fees requested is fair and reasonable considering: (a) the complexity of the underlying matters for which Locke Lord provides legal services; (b) the time expended; (c) the nature and extent of the services rendered; (d) the value of such services; and (e) the costs of

² The OCP Order allowed Locke Lord, as an OCP, to apply up to \$50,000 of its retainer to each monthly post-petition invoice. *See* OCP Order, ¶ 3(d). As of this filing, \$50,799.87 of Locke Lord’s retainer remains.

comparable services other than in a case under the Bankruptcy Code. *See, e.g., In re Borders Group, Inc.*, 456 B.R. 195, 211 (Bankr. S.D.N.Y. 2011); *In re Mesa Air Group, Inc.*, 449 B.R. 441, 444 (Bankr. S.D.N.Y. 2011); *In re Moss*, 320 B.R. 143, 156-57 (Bankr. E.D. Mich. 2005); *In re Ray*, 314 B.R. 643, 662-63 (Bankr. M.D. Tenn. 2004).

13. These amounts were generated in the course of Locke Lord's representation of the Debtors in various capacities, including: (i) litigation counsel for national class actions relating to contested foreclosures; (ii) counsel for mortgage servicing litigation and related compliance advice; and (iii) counsel for the coordination of responses to governmental inquiries and investigations. As of September 2013, the Debtors had retained Locke Lord in approximately 41 separate litigation matters. During the Interim Compensation Period, Locke Lord provided legal services in each of the 41 matters.

14. Attached hereto as Exhibit B is Locke Lord's full and detailed statement for the Interim Compensation Period setting forth: (a) a schedule listing the open matters in which Locke Lord provided the Debtors with legal services, as well as the fees generated and the expenses incurred by Locke Lord with respect to each matter; and (b) a detailed description of the services rendered by each Locke Lord attorney, stating the number of hours (in increments of one-tenth of an hour) spent by each individual providing the services.

15. Each of these matters has its own unique demands. To provide a meaningful and accurate representation of the types of legal services performed by Locke Lord on behalf of the Debtors, each invoice in the attached Exhibit B contains a summary, broken down by ABA task code, of the services performed by Locke Lord in that particular matter. Additionally, the cover sheet submitted in conjunction with the Application contains a table that aggregates these task code totals across the 41 separate matters for which Locke Lord provided services during the Interim Compensation Period.

IV.

ACTUAL AND NECESSARY EXPENSES INCURRED BY LOCKE LORD

16. Locke Lord customarily charges its clients in all areas of practice for identifiable, non-overhead expenses incurred in connection with the client's case that would not have been incurred except for representation of that particular client. Locke Lord charges its clients only the amount actually incurred by it in connection with such items. Examples of such expenses include postage, overnight mail, courier delivery, transportation, overtime expenses, computer assisted legal research, photocopying, airfare, meals and lodging. In accordance with standing General Order M-447, all copying charges are billed at no more than \$0.10 per page.

17. Locke Lord expended costs on behalf of the Debtors during the Interim Compensation Period in the sum of **\$8,924.87**. A detailed itemization and description of the disbursements made by Locke Lord on the Debtors' behalf during the Interim Compensation Period is included in each of the invoices attached hereto as Exhibit B.

V.

REQUEST FOR FINAL APPROVAL AND PAYMENT OF FEES AND EXPENSES

18. This Application is the fifth application submitted by Locke Lord in the Debtors' cases. Collectively, Locke Lord has requested **\$1,222,388.38** in compensation and **\$22,716.90** in expense reimbursement during the Final Fee Period.

19. The Court has approved Locke Lord's first four applications on an interim basis. [Docket Nos. 2530, 3556, 5205, 6193]. The Court has also authorized and directed the Debtors to pay Locke Lord 100% of its allowed expenses and 90%, or \$973,789.18, of its allowed compensation. *Id.* Payment of the remaining 10% of Locke Lord's compensation has been withheld until consideration at the final fee hearing.

20. Locke Lord hereby requests that the Court approve, on a **final** basis, the compensation and expenses requested by Locke Lord during the Final Fee Period. Locke Lord

further requests the entry of an order that authorizes and directs the Debtors to pay Locke Lord the full amount of its allowed but unpaid compensation and expense requests, including the 10% of compensation that has been withheld under the first four interim applications, and 100% of the fees and expenses requested for services performed during the Fifth Interim Fee Period.

VI.
REPRESENTATIONS AND CERTIFICATIONS

21. Pursuant to standing General Order M-447 the instruction of Court, the undersigned hereby attests that: (a) he has read the Application; (b) to the best of his knowledge, information and belief formed after reasonable inquiry, the fees and expenses sought herein fall within the Amended Guidelines provided by standing General Order M-447, as well as the guidelines promulgated by the United States Trustee, except as specifically noted in the certification and described in the Application; (c) the fees and expenses sought herein are billed at rates and in accordance with practices customarily employed by Locke Lord and generally accepted by the Locke Lord's clients; (d) Locke Lord does not make a profit on any expense for which it seeks reimbursement herein; and (e) the airfare for which Locke Lord seeks reimbursement pursuant to this Application was coach class.

WHEREFORE, Locke Lord hereby requests the entry of an order: (i) authorizing compensation in the amount of **\$140,400.80** for the professional services rendered and the sum of **\$8,924.87** for reimbursement of actual and necessary costs expended for the Debtors for the interim period from September 1, 2013 through December 17, 2013; (ii) allowing, on a final basis, compensation in the amount of **\$1,222,388.78** for services rendered for the Debtors and the sum of **\$22,716.90** for reimbursement of actual and necessary costs expended on behalf of the Debtors for the final compensation period from May 14, 2012 through December 17, 2013; and

(iii) authorizing and directing the Debtors to pay Locke Lord the full amount of the compensation and expense reimbursement requests allowed during the Final Fee Period.

Dated: March 3, 2014
New York, New York

/s/ Thomas J. Cunningham

Thomas J. Cunningham
J. Matthew Goodin
LOCKE LORD LLP
111 South Wacker Drive
Chicago, Illinois 60606
Tel: (312) 443-0700
tcunningham@lockelord.com
jmgoodin@lockelord.com